

**Notice of Exempt** 

Offering of Securities



# 1372721

## U.S. Securities and Exchange Commission

Washington, DC 20549

#### (See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden hours per response: 4.00

FrontPoint Leveraged Multi-Strategy Fund Street Address 1	lame of Issuer	Pravious N	lame(s)	X None	Enti	ty Type (Select one)
Jurisdiction of Incorporation/Organization   Jurisdiction of Incorporation   Jurisdiction   Jurisdict		y Fund	191116/31	<u> </u>		Corporation
Cayman Islands  Fear of Incorporation/Organization  Select one Over Five Years Ago Over Five Address 2  Investing Items 1 and 2 Continuation Over Five Years Ago Over		tion		מת ביי		Limited Partnership
MAR 2 7 2009   Business Trust	Cayman Islands	ţ				Limited Liability Compan
rear of Incorporation/Organization Sedect one Over Five Years Ago Within Last Five Years (specify year) Over Five Years Ago Ov				MA	R 2 7 2009	
If year than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation  Street Address 1  Street Address 2  Two Greenwich Plaze  City State/Province/Country 2IP/Postal Code Phone No.  Greenwich CT 06830  Z03-622-5200  Street Address 2  Two Greenwich Plaze  CT 06830  Z1P/Postal Code Phone No.  Z1P/Postal Code Street Address 2  Z1P/Postal Code Street	elect one)			TUSE	CONDENTE	<b>;</b>
Transpart (In the property of			O Yet	to Be Formed TUIV	OONACOIEN	γ
Street Address 1  Two Greenwich Plaza  City State/Province/Country O6830  Try O7830  Try	. ,		l and idontifi	additional issues(e) h	w attachina Itams 1	and ? Continuation Pag
Street Address 1 Two Greenwich Plaza  City State/Province/Country City Greenwich CT O6830  203-622-5200  203-622-6200  203-622-6					y attaching items (	unu 2 Commounton ay
Two Greenwich Plaze  City State/Province/Country ZIP/Postal Code Phone No.  Greenwich CT 06830 203-622-5200  Pm 3. Related Persons  Last Name First Name Middle Name  FrontPoint Leveraged Multi-Strategy Fund GP, LLC Street Address 1  City State/Province/Country ZIP/Postal Code Street Address 2  City State/Province/Country ZIP/Postal Code CT 06830  CT 0683		ess and contact i	mormati			······································
State/Province/Country Greenwich  Tot  Tot  Tot  Tot  Tot  Tot  Tot  To					<del></del>	
Agriculture  Banking and Financial Services  Commercial Banking  Investing  Investment Banking  Investm					Dhana N	1-
First Name Middle Name FrontPoint Leveraged Multi-Strategy Fund GP, LLC Street Address 1  Two Greenwich Plaza  Thy State/Province/Country Stepenwich  CT  O6830  CT			Country		Phone N	
First Name   First Name   Middle Name	ireenwich	СТ		06830		203-022-3200
FrontPoint Leveraged Multi-Strategy Fund GP, LLC  itreet Address 1  wo Greenwich Plaza  Ity  State/Province/Country  Ity  State/Province/Country  ZIP/Postal Code  CT  06830  WAST  Identify additional related persons by checking this box  Identify a	m 3. Related Persons					
Treet Address 1  Street Address 2  Wo Greenwich Plaza  Ity State/Province/Country ZIP/Postal Code  Office	ast Name	First Na	me		Middle	Name
Investment Banking Investment Banking Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and arswer the question below:    Hedge Fund   Hedge Fund   Hedge Fund   Pharmaceuticals   Pharmaceuticals	rontPoint Leveraged Multi-Strategy Fund G	P, LLC				
State/Province/Country    Iteration   CT	reet Address 1		<del></del>	Street Address 2		
State Province Country  State Information  Information Information  State Information  State Information  State Information  State Information  State Information  Information Information  State Information  State Information  State Information  State Information  State Information  State Information  Information Information  State Information  State Information  State Information  State Information  State Information  Stat	vo Greenwich Plaza	<del></del>				铁粉
Relationship(s): Executive Officer Director Promoter  Clarification of Response (if Necessary)  Constitute  Constitute persons by checking this box  and attaching Item 3 Continuation  Constitution	ty	State/Province/C	Country	ZIP/Postal Code		પ્રદુશ્યાન્ત્રી ગ <b>ાં</b> જીલ્લી
Clarification of Response (if Necessary)  General Partner of the Issuer  (Identify additional related persons by checking this box  and attaching Item 3 Continuations  Em 4. Industry Group (Select one)  Agriculture  Banking and Financial Services  Commercial Banking  Commercial Banking  Investing  Investment Banking  Investment Banking  Fooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company under the Investment Company  Manufacturing  General Partner of the Issuer  Business Services  Construction  Residential  Coal Mining  Energy  Construction  Residential  Coal Mining  Energy  Construction  Residential  Coal Mining  Energy  Coal Mining  Coal Mining  Coal Mining  Coal Mining  Restaurants  Technology  Computers  Technology  Computers  Travel  Alfilnes & Airports  Lodging & Convention  Tourism & Travel Services  Construction  Residential  Coal Mining  Restaurants  Technology  Computers  Travel  Alfilnes & Airports  Coal Mining  Coal Mining  Restaurants  Technology  Computers  Travel  Alfilnes & Airports  Coal Mining  Coal Mining  Coal Mining  Restaurants  Technology  Computers  Travel  Coal Mining  Coal Mining  Restaurants  Technology  Computers  Travel  Coal Mining  Coal Mining  Coal Mining  Coal Mining  Restaurants  Technology  Computers  Coal Mining  Co	reenwich	СТ		06830		****
(Identify additional related persons by checking this box and attaching Item 3 Continuations and 4. Industry Group (Select one)  Agriculture Banking and Financial Services Commercial Banking Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company  Agriculture Business Services Construction RelITS & Finance Construction RelITS & Finance Residential Other Real Estate Other Real Estate Other Energy Computers Technology Telecommunications Other Technology Travel Other Investment Fund Other Health Care Tourism & Travel Serv	elationship(s): X Executive Offic	er Director	Promoter			MAR 13:0
Agriculture			ssuer			
Agriculture Banking and Financial Services Commercial Banking Investing Investment Banking If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Is the issuer registered as an investment company under the livestment Company under the livest	•					Mikaling Com
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Is the issuer registered as an investment company under the investment Company  Act of 19402  Agriculture Business Services Construction Construction Construction Construction Call Minite Energy Electric Utilities Energy Conservation Other Real Estate Call Mining Environmental Services Coal Mining Environmental Services Other Energy Cother Energy Computers Technology Computers Travel Cother Investment Company Art of 19402 Computers Company Under the Investment Company Cother Health Care Coal Mining Cother Energy Cother Energy Computers Computers Company Computers Company Computer Company Company Company Computer Company Computer Company Company Company Company Company Computer Company C		•	ted persons	s by checking this box	and attaching	Item 3 Continuațion Pog
Banking and Financial Services  Commercial Banking  Insurance Investing Investment Banking  Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund  Venture Capital Fund  Other Investment  Wenture Capital Fund  Other Investment  Other Investment  Other Health Care  Biotechnology Health Insurance  Health Care  Biotechnology Health Insurance  Health Care  Other Investment Fund  Other Investment  Other Investment Company  Act of 19402 Others  Manufacturing  REITS & Finance  Residential  Residential  Residential  Nother Real Estate  Other Real Estate  Other Energy  REITS & Finance  Residential  Nother Real Estate  Other Real Estate  Computers  Technology  Computers  Technology  Other Technology  Other Technology  Travel  Airlines & Airports  Lodging & Conventior  Tourism & Travel Serv			Rusiness	Services		onstruction
Insurance Investing Investment Banking Investment Fund If selecting this industry group, also select one fund type below and arswer the question below:  Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Is the issuer registered as an investment company under the investment Company  Are (1940) Other  Energy Conservation Coal Mining Environmental Services Other Energy Restaurants Technology Computers Technology Computers Telecommunications Other Technology Travel Other Health Insurance Pharmaceuticals Other Health Care Travel Codging & Convention Tourism & Travel Services Other Health Care Travel Codging & Convention Tourism & Travel Services Other Health Care Travel Codging & Convention Tourism & Travel Services Other Health Care Travel Codging & Convention Tourism & Travel Services Other Health Care Travel Codging & Convention Tourism & Travel Services Other Health Care Travel Codging & Convention Tourism & Travel Services	/ -				Q	
Investing Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the investment Company  Are displaced. As a Company  Manufacturing  Coal Mining Environmental Services Restaurants  Technology Computers  Technology Computers  Telecommunications Other Energy Other Energy Other Energy  Airdines & Airports Computers  Travel  Airlines & Airports Coding & Convention Other Health Care	Commercial Banking		Electr	ic Utilities	Ŏ B	esidential
Investment Banking  Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund  Private Equity Fund  Venture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company under the investment Company  Act of 1940?  Manufacturing  Environmental Services  Retailing  Restaurants  Technology  Computers  Telecommunications  Biotechnology  Health Care  Biotechnology  Health Insurance  Hospitals & Physicians  Pharmaceuticals  Other Health Care  Other Health Care  Other Health Care  Travel  Airlines & Airports  Lodging & Conventior  Tourism & Travel Serv	C Insurance		~	·=	ŏ°	ther Real Estate
Pooled Investment Fund  If selecting this industry group, also select one fund type below and answer the question below:  Hedge Fund Private Equity Fund  Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the investment Company  Act of 1940?  Prove Restaurants  Technology Computers  Telecommunications Definition of the Investment Company Health Care Biotechnology Health Insurance Health Insurance Pharmaceuticals Definition of the Investment Company  Act of 1940?  Manufacturing  Restaurants  Technology  Computers  Telecommunications Definition of the Investment Company  Airlines & Airports Company under the Investment Company  Manufacturing  Manufacturing	<u> </u>		•	-	○ Retail	ina
Fooled Investment Fund	` <u></u>		_		_	•
type below and answer the question below:  Hedge Fund Private Equity Fund Wenture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company  Manufacturing  Health Care Biotechnology Health Insurance Hospitals & Physicians Travel Other Health Care Other Health Care Other Health Care Other Health Care Telecommunications Other Technology Airlines & Airports Company under the Investment Company Other Health Care Other Health Care Other Health Care Tourism & Travel Serv	•		$\mathbf{O}$		$\sim$	
Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company  Manufacturing  Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Investment Fund Other Health Care Telecommunications Other Technology  Travel  Airlines & Airports Convention Other Health Care Other Health Care Tourism & Travel Serv	• • • • •	n helow	$\circ$		, e	
Private Equity Fund  Wenture Capital Fund  Other Investment Fund  Is the issuer registered as an investment company under the invest		,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u> </u>		ŌΤ	elecommunications
Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the investment Company  Art of 19492  Ves. C. No.  Wanufacturing  Travel  Alrines & Airports  C. Definition of the Manufacturing  Tourism & Travel  Other Health Care  Tourism & Travel	<b>X</b>		¥	= :	0 °	ther Technology
Other Investment Fund    State   Investment   Company	<u>~</u>		$\mathbf{v}$		Travel	
Is the issuer registered as an investment Company under the investment Company  Act of 19492	· · ·		~	_	0 4	sirlines & Airports
company under the Investment Company  Act of 19493			<u> </u>		O r	odging & Conventions
			$\mathbf{O}$			Tourism & Travel Services
Other Banking & Financial Services  Real Estate Commercial Other		•		_	0	Other Travel

# FORM D

ş

# U.S. Securities and Exchange Commission

Washington, DC 20549

No Revenues	Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)	Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in
\$1 - \$1.000.000	C) No Revenues	OR
S1,000,001 - \$25,000,000   S5,000,000   S5,000,001 - \$150,000,000   S5,000,000   S5,00		
S5,000,001 - \$25,000,000		<u> </u>
S25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable Not Applicable    Item 6. Federal Exemptions and Exclusions Claimed   Select all that apply		<del>-</del>
Over \$100,000,000 Decline to Disclose Nor Applicable Nor Applicabl		<u> </u>
Decline to Disclose		<u> </u>
Not Applicable   Not Applicable	<u> </u>	<u> </u>
Rule \$04(b)(1) (not (i), (ii) or (iii))	9	<u> </u>
Investment Company Act Section 3(c)	· ·	•
Rule \$04(b)(1) (not (i), (ii) or (iii))		
Rule 504(b)(1)(i)   Section 3(c)(2)   Section 3(c)(10)   Rule 504(b)(1)(ii)   Section 3(c)(3)   Section 3(c)(11)   Section 3(c)(1)   Secti		
Rule 504(b)(1)(ii)   Section 3(c)(3)   Section 3(c)(11)   Rule 504(b)(1)(iii)   Section 3(c)(4)   Section 3(c)(12)   Rule 505   Section 3(c)(5)   Section 3(c)(13)   Section 3(c)(13)   Section 3(c)(13)   Section 3(c)(13)   Section 3(c)(13)   Section 3(c)(13)   Section 3(c)(14)   Section 3(c)(15)   Section 3(c)(16)		
Rule 504(b)(1)(iii)	Rule 504(b)(1)(ii)	
Rule 505   Section 3(c)(S)   Section 3(c)(13)     Rule 506   Section 3(c)(6)   Section 3(c)(14)     Securities Act Section 4(6)   Section 3(c)(7)     Section 3(c)(7)   Section 3(c)(14)     Section 3(c)(7)   Section 3(c)(14)     Section 3(c)(7)   Section 3(c)(14)     Section 3(c)(7)   Section 3(c)(14)     Section 3(c)(14)   Section 3(c)(14)     Section 3(c)(7)   Section 3(c)(14)     Section 3(c)(14)   Section 3(c)(14)     Section 3(c)(15)   Section 3(c)(14)     Section 3(c)(16)   Section 3(c)(14)     Section 3(c)(15)   Section 3(c)(14)     Section 3(c)(16)   Section 3(c)(14)     Section 3(c)(6)   Section 3(c)(6)     Section 3(c)(6)   Section 3(c)(6)     Section 3(c)(6)   Section 3(c)(6)     Section 3(c)(6)   Section 3(c)(6)     Section 3(c)(		
Rule 506 Securities Act Section 4(6) Section 3(c)(6) Section 3(c)(7)    Item 7. Type of Filing New Notice OR Amendment Date of First Sale in this Offering: July 1, 2005 OR First Sale Yet to Occur    Item 8. Duration of Offering	L.	
Securities Act Section 4(6)   Section 3(c)(7)   Section 3(c)(14)     Item 7. Type of Filing	K Rule 506 · r	□
New Notice   OR   Amendment	Securities Act Section 4(6)	
New Notice OR	<u>.                                    </u>	Xi section 2(c)(/)
Date of First Sale in this Offering: July 1, 2005    Item 8. Duration of Offering	Item 7. Type of Filing	
Does the issuer intend this offering to last more than one year? Yes No    No	New Notice OR	nt
Does the issuer intend this offering to last more than one year?    X Yes	Date of First Sale in this Offering: July 1, 2005	OR First Sale Yet to Occur
Equity	Item 8. Duration of Offering	
Equity  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a business combination Yes No transaction, such as a merger, acquisition or exchange offer?	Does the issuer intend this offering to last more than	n one year? XYes No
□ Debt □ Tenant-in-Common Securities □ Mineral Property Securities □ Option, Warrant or Other Right to Acquire Another Security □ Other (Describe) □ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security □ Item 10. Business Combination Transaction □ Security □ Item 10. Business Combination Transaction □ Yes □ No transaction, such as a merger, acquisition or exchange offer?	Item 9. Type(s) of Securities Offered (Select	all that apply)
Debt    Mineral Property Securities   Option, Warrant or Other Right to Acquire Another Security   Other (Describe)   Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security   Item 10. Business Combination Transaction   Is this offering being made in connection with a business combination   Yes   No transaction, such as a merger, acquisition or exchange offer?	<b>⊠</b> Equity	Pooled Investment Fund Interests
Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a business combination Yes No transaction, such as a merger, acquisition or exchange offer?	☐ Debt	☐ Tenant-in-Common Securities
Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a business combination Yes No transaction, such as a merger, acquisition or exchange offer?		☐ Mineral Property Securities
Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a business combination Yes X No transaction, such as a merger, acquisition or exchange offer?		Other (Describe)
Is this offering being made in connection with a business combination Yes X No transaction, such as a merger, acquisition or exchange offer?		
Is this offering being made in connection with a business combination Yes X No transaction, such as a merger, acquisition or exchange offer?		
-	Item 10. Business Combination Transaction	
	ls this offering being made in connection with a busin	ness combination Yes X No
	ls this offering being made in connection with a busin transaction, such as a merger, acquisition or exchange offe	ness combination Yes X No er?

# FORM D

# U.S. Securities and Exchange Commission

Washington, DC 20549

em 11. Minimum Investment	roide leventer	e l					<del></del> 1	
Minimum investment accepted from any out	SIDE INVESTOR	\$		100,000.0	<del></del>		]	
em 12. Sales Compensation								<del></del>
		Recipie	ent CRD N	umber			No CRD N	
ssociated) Broker or Dealer None		[Associ	ated) Bro	ker or Deale	r CRD Nu	mber	J NO CRUIN	ningei
sacrated, broker or bearer							] No CRD No	ımber
treet Address 1	····	Street A	ddress 2					
		7						
ity	State/Provi	nce/Country	ZIP/F	Postal Code				
			J L	· · · · · · · · · · · · · · · · · · ·				
ates of Solicitation All States				mence e			ss <del>iff</del> isanko	ுர்க் க
□ ALS □ AK □ □ AZ □ □ AR □ □ □ IL □ □ IN □ □ IA □ KS □	CA CO. KY □LA	☐ Œ ☐ ME ☐	DE MD	LLDS □ MA	_JELE# □ MI	∐ GA ☐ MN	□ H □ MS	∏JD.ୁ ∏ MO
MI NE NE NO NH	NA NM		ING	□ND	он.	□.ok	OR .	□ PA
RI SC SD TN	]TX ☐ UT	□ ∧⊥ □	] VA [	□ WA	wv	☐ WI	☐ WY	PR
(Identify additional person(s) b		isation by che	ecking this	s box a	nd attach	ing  tem 1	2 Continuation	on Page(s
tem 13. Offering and Sales Amoun	ts ————							
(a) Total Offering Amount \$					OR	⊠ Inde	efinite	
(b) Total Amount Sold \$	11	63,983,969.00						
(c) Total Remaining to be Sold					OR	⊠ Ind		
(Subtract (a) from (b))  Clarification of Response (if Necessary)			··	<u>.</u>	On	<u>i∆</u> ind	efinite	
tem 14 Investors								
tem 14. Investors	ave been or may l	ho cold to po	reas who	de pet qui	liferaciae	-raditad :-		
tern 14. investors  Check this box if securities in the offering houmber of such non-accredited investors who	ave been or may b already have inve	be sold to pe sted in the of	rsons who fering:	do not qu	alify as acc	redited in	vestors, and	enter the
Check this box if securities in the offering h	ave been or may l already have inve	be sold to pe ested in the of	rsons who fering:	o do not qua	alify as ac	redited in	vestors, and	enter the
Check this box if securities in the offering h	already have inve	ested in the of	fering:	do not qua	alify as acc	credited in	vestors, and	enter the
Check this box if securities in the offering h number of such non-accredited investors who Enter the total number of investors who alread	already have inve	sted in the of	fering:		alify as acc	redited in	vestors, and	enter the
Check this box if securities in the offering he number of such non-accredited investors who Enter the total number of investors who alreaded in the total number of investors who alreaded investors who alrea	already have inve	n the offering	fering:	5				
Check this box if securities in the offering h number of such non-accredited investors who Enter the total number of investors who alread	already have inve	n the offering	fering:	5				
Check this box if securities in the offering houmber of such non-accredited investors who Enter the total number of investors who alreadem 15. Sales Commissions and Fil Provide separately the amounts of sales comm	already have inve	n the offering  Expenses  s' fees expen	fering:	5 v. If an amo			provide an est	imate and
Check this box if securities in the offering houmber of such non-accredited investors who Enter the total number of investors who alreadem 15. Sales Commissions and Fil Provide separately the amounts of sales comm	already have inve	n the offering  Expenses  s' fees expen  Sales Com	fering:	5  /. If an amo				imate and

FORM D

### U.S. Securities and Exchange Commission

Washington, DC 20549

vide the amount of the gross proceeds of the offering that has been or is d for payments to any of the persons required to be named as exi- ctors or promoters in response to Item 3 above. If the amount is unknown at eard theck the box next to the amount.	ecutive officers.
Clarification of Response (If Necessary)	
gnature and Submission	
Please verify the information you have entered and review the Te	erms of 5ubmission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each ide	ntified issuer is:
the State in which the issuer maintains its principal place of bus process, and agreeing that these persons may accept service or such service may be made by registered or certified mail, in any against the issuer in any place subject to the jurisdiction of the lactivity in connection with the offering of securities that is the sprovisions of: (i) the Securities Act of 1933, the Securities Exchart Company Act of 1940, or the Investment Advisers Act of 1940, or State in which the issuer maintains its principal place of business.	C and the Securities Administrator or other legally designated officer of iness and any State in which this notice is filed, as its agents for service of a its behalf, of any notice, process or pleading, and further agreeing that is Federal or state action, administrative proceeding, or arbitration brought United States, if the action, proceeding or arbitration (a) arises out of any subject of this notice, and (b) is founded, directly or indirectly, upon the inge Act of 1934, the Trust Indenture Act of 1939, the Investment or any rule or regulation under any of these statutes; or (ii) the laws of the
110 Stat. 3416 (Oct. 11, 1996)) Imposes on the ability of States to require covered securities" for purposes of NSMIA, whether in all instances or coutinely require offering materials under this undertaking or otherwises under NSMIA's preservation of their anti-fraud authority.  Fach identified issuer has read this notice, knows the contents to	onal Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, to Information. As a result, if the securities that are the subject of this Form D are due to the nature of the offering that is the subject of this Form D, States cannot eand can require offering materials only to the extent NSMIA permits them to do to be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified
in Item 1 above but not represented by signer below.)	
	Name of Signer
in Item 1 above but not represented by signer below.)	
In Item 1 above but not represented by signer below.)	Name of Signer
In Item 1 above but not represented by signer below.)  Issuer(s)  FrontPoint Offshore Leveraged Multi-Strategy Fund Series A, L.P.	Name of Signer  7.A. Mc KINNEY
In Item 1 above but not represented by signer below.)  Issuer(s)  FrontPoint Offshore Leveraged Multi-Strategy Fund Series A, L.P.	Name of Signer  7. A. McKINNEY  Title

### U.S. Securities and Exchange Commission

Washington, DC 20549

### **Item 3 Continuation Page**

Last Name	First Name		Middle Name
FrontPoint Partners LLC			
treet Address 1		Street Address 2	
Two Greenwich Plaza			
ity	State/Province/Country	ZIP/Postal Code	
Greenwich	СТ	06830	
telationship(s): Executive (	Officer Director Promoter	,	
Clarification of Response (if Necess		······	
ratification of vesponse in Mecess	laty)		
<del></del>		<u> </u>	
Last Name	First Name		Middle Name
Hagarty	John		
Street Address 1		Street Address 2	
Two Greenwich Plaza			
ity	State/Province/Country	ZIP/Postal Code	
Greenwich	СТ	06830	
Relationship(s): X Executive (Clarification of Response (if Necess			
Clarification of Response (If Necess	sary)		Middle Name
Clarification of Response (if Necess	First Name		Midd le Name
Clarification of Response (If Necess Last Name	sary)	Street Address 2	Middle Name
Clarification of Response (if Necess  Last Name  McKinney  Street Address 1	First Name		Middle Name
Clarification of Response (if Necess  Last Name  McKinney  Street Address 1  Two Greenwich Plaza	First Name	Street Address 2	Middle Name
Clarification of Response (if Necess  Last Name  McKinney  Street Address 1	First Name		Midd le Name
Clarification of Response (if Necess Last Name McKinney Street Address 1 Two Greenwich Plaza City Greenwich	First Name  T.A.  State/Province/Country  CT	Street Address 2  ZIP/Postal Code  06830	Middle Name
Clarification of Response (if Necess Last Name McKinney Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive (	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter	Street Address 2  ZIP/Postal Code  06830	Middle Name
Clarification of Response (if Necess Last Name McKinney Street Address 1 Two Greenwich Plaza City Greenwich	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter	Street Address 2  ZIP/Postal Code  06830	Middle Name
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive (	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)	Street Address 2  ZIP/Postal Code  06830	
Clarification of Response (if Necess Last Name McKinney Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive (	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter	Street Address 2  ZIP/Postal Code  06830	Middle Name  Middle Name
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  Clty  Greenwich  Relationship(s):   Executive Clarification of Response (if Necess	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)	Street Address 2  ZIP/Postal Code  06830	
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive (  Last Name	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)  First Name	Street Address 2  ZIP/Postal Code  06830	
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  Clay  Greenwich  Relationship(s):   Executive (  Clarification of Response (if Necess  Last Name  Boyle  Street Address 1  Two Greenwich Plaza	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)  First Name  Geraldine	Street Address 2  ZIP/Postal Code  06830  Street Address 2	
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive (  Clarification of Response (if Necess  Last Name  Boyle  Street Address 1	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)  First Name	Street Address 2  ZIP/Postal Code  06830	
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  Clay  Greenwich  Relationship(s):   Executive (  Clarification of Response (if Necess  Last Name  Boyle  Street Address 1  Two Greenwich Plaza	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)  First Name  Geraldine	Street Address 2  ZIP/Postal Code  06830  Street Address 2	
Last Name  McKinney  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive (  Clarification of Response (if Necess  Last Name  Boyle  Street Address 1  Two Greenwich Plaza  City	First Name  T.A.  State/Province/Country  CT  Officer Director Promoter sary)  First Name  Geraldine  State/Province/Country  CT	Street Address 2  ZIP/Postal Code  06830  Street Address 2  ZIP/Postal Code  06830	

# U.S. Securities and Exchange Commission

Washington, DC 20549

### Item 3 Continuation Page

Last Name	First Name		Middle Name
Jacoby	William		
Street Address 1		Street Address 2	
Two Greenwich Plaza			
City	State/Province/Country	ZIP/Postal Code	
Greenwich	СТ	06830	
Relationship(s): 🛛 Executive Officer	Director Promoter		
Clarification of Response (if Necessary)			
Last Name	First Name		Middle Name
			The decision of the second of
Mendelsohn  Ferenz Address 1	Eric	Street Address 2	
Street Address 1	<u></u>	Street vooress 2	
Two Greenwich Plaza	Caraci (Duration of Co	710.00	
City	State/Province/Country	ZIP/Postal Code	
Greenwich	СТ	06830	
Relationship(s): 🔀 Executive Officer	Director Promoter		
Clarification of Response (If Necessary)		······································	
comedian at hesponse (in recessary)	<del></del>		
Last Name	First Name		Middle Name
Last Name Eng	First Name		Middle Name
	<del></del>	Street Address 2	Middle Name
Eng	<del></del>	Street Address 2	Middle Name
Eng Street Address 1	<del></del>	Street Address 2 ZIP/Postal Code	Middle Name
Eng Street Address 1 Two Greenwich Plaza	Michelle		Middle Name
Eng Street Address 1 Two Greenwich Plaza City Greenwich	Michelle  State/Province/Country  CT	ZIP/Postal Code	Middle Name
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer	Michelle  State/Province/Country  CT	ZIP/Postal Code	Middle Name
Eng Street Address 1 Two Greenwich Plaza City Greenwich	Michelle  State/Province/Country  CT	ZIP/Postal Code	Middle Name
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer	Michelle  State/Province/Country  CT	ZIP/Postal Code	Middle Name
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer	Michelle  State/Province/Country  CT	ZIP/Postal Code	Middle Name
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)	Michelle  State/Province/Country  CT  Director Promoter	ZIP/Postal Code	
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)	Michelle  State/Province/Country  CT  Director Promoter	ZIP/Postal Code	
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)  Last Name	Michelle  State/Province/Country  CT  Director Promoter	ZIP/Postal Code 06830	
Eng  Street Address 1  Two Greenwich Plaza  City  Greenwich  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)  Last Name	Michelle  State/Province/Country  CT  Director Promoter	ZIP/Postal Code 06830	
Eng Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1	State/Province/Country  CT  Director Promoter  First Name	ZIP/Postal Code 06830  Street Address 2	
Eng Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City	State/Province/Country  CT  Director Promoter  First Name  State/Province/Country	ZIP/Postal Code 06830  Street Address 2	
Eng Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City Relationship(s): Executive Officer	State/Province/Country  CT  Director Promoter  First Name  State/Province/Country	ZIP/Postal Code 06830  Street Address 2	
Eng Street Address 1 Two Greenwich Plaza City Greenwich Relationship(s): X Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City	State/Province/Country  CT  Director Promoter  First Name  State/Province/Country	ZIP/Postal Code 06830  Street Address 2	

**END**